

A9900000/209

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

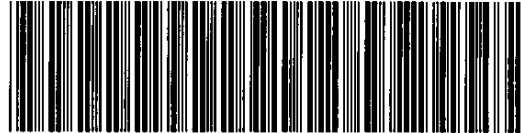
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

AL

Office Use Only



000080076430

10/09/06--01020--025 **52.50



MIAMI • FORT LAUDERDALE • WEST PALM BEACH • ST. PETERSBURG

ESPIRITO SANTO PLAZA
FOURTEENTH FLOOR
1395 BRICKELL AVENUE
MIAMI, FLORIDA 33131
TELEPHONE (305) 789-9200
FACSIMILE (305) 789-9201

WWW.FOWLER-WHITE.COM

JUDITH D. RODMAN
DIRECT PHONE No.: (786) 437-4608
DIRECT FACSIMILE No.: (786) 437-4609
FOMALLEY@FOWLER-WHITE.COM

October 4, 2006

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Victoria Property Holdings Ltd.
Document No. A99000001209
Our File No. 49938

Gentlemen:

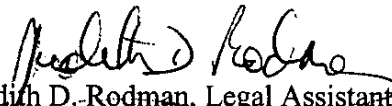
Enclosed please find the following in connection with the captioned limited partnership:

1. Certificate of Conversion (from a Florida limited partnership to a Delaware limited partnership)
2. Check in the amount of \$52.50 covering the filing fee

Kindly process accordingly and provide us with written confirmation of the filing. A self-addressed, stamped envelope is enclosed.

Very truly yours,

FOWLER WHITE BURNETT P.A.


Judith D. Rodman, Legal Assistant

Enclosures

[jdr] W:\49938\LETTR806.JDR{10/4/6-14:40}

CERTIFICATE *of* CONVERSION
for a
FLORIDA LIMITED PARTNERSHIP
into an
"OTHER ORGANIZATION"

This Certificate of Conversion is submitted to convert the following **Florida limited partnership** into an "**Other Organization**" in accordance with Section 620.2104 of the Florida Statutes:

- 1) The name of the Florida limited partnership converting into the "Other Organization" is:

VICTORIA PROPERTY HOLDINGS LTD.

- 2) The name of the "Other Organization" is:

VICTORIA PROPERTY HOLDINGS LP

- 3) The "Other Organization" is a limited partnership formed under the laws of **Delaware**.
- 4) The above referenced Florida limited partnership has converted into an "Other Organization" in compliance with Chapter 620, Florida Statutes, and the conversion complies with the applicable laws governing the "Other Organization."
- 5) The plan of conversion was approved by the converting Florida limited partnership as required by Chapter 620, Florida Statutes, and the governing law of the converted "Other Organization."
- 6) This conversion was effective under the laws governing the "Other Organization" on: **September 29, 2006**.
- 7) Since the "Other Organization" is an out-of-state organization not registered to transact business in Florida, the "Other Organization" lists the following street address and mailing address of an office the Florida Department of State may use for purposes of Section 620.2105(3), Florida Statutes:

Audit No. H 06000241879 3

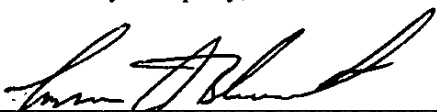
c/o Orion Investment and Management Ltd. Corp.
9155 So. Dadeland Boulevard, Suite 1602
Miami, Florida 33156

Signed this 29th day of September, 2006.

VICTORIA PROPERTY HOLDINGS LTD.

By: Jappah Management LP, a Delaware limited
partnership, its General Partner

By: Jappah Management LC, a Florida limited
liability company, its General Partner

By: 

Name: Norman J. Buhrmaster
Title: Vice President

Audit No. H06000241879 3